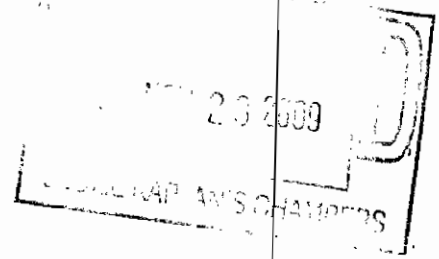


KAPLAN, S.

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK



In re XM SATELLITE RADIO COPYRIGHT	)	
LITIGATION	)	MASTER DOCKET
	)	
This Document Relates to:	)	06 Civ. 3733 (LAK)
	)	
07 Civ. 2385 (LAK)	)	

**STIPULATION AND PROPOSED ORDER OF DISMISSAL**

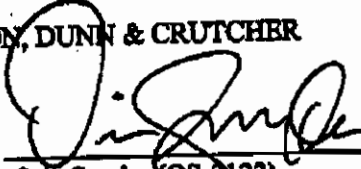
IT IS HEREBY STIPULATED by, between, and among plaintiffs (a) Famous Music LLC, SONY/ATV Tunes LLC, SONY/ATV Songs LLC, SONY/ATV Discos Music Publishing LLC and SONY/ATV Music Publishing LLC, doing business as SONY/ATV Tree Publishing, SONY/ATV Cross Keys Publishing, SONY/ATV Milene Music and SONY/ATV Acuff Rose Music (collectively, the "Sony Plaintiffs"); (b) WB Music Corp., Warner-Tamerlane Publishing Corp. and Unichappell Music, Inc. (collectively, the "Warner Plaintiffs") and (c) defendant XM Satellite Radio Inc. ("XM"), through their designated counsel, that all claims of the Sony Plaintiffs and the Warner Plaintiffs in Case No. 07 Civ. 2385 (LAK) against XM be and hereby are dismissed with prejudice pursuant to Fed. R. Civ. P. 41(a)(1). Such Plaintiffs and XM shall bear their own costs and attorney's fees.

This stipulation of dismissal does not relate to or affect any claims which other plaintiffs in related litigations in this Master Docket may have against XM.

Dated: August 5, 2009

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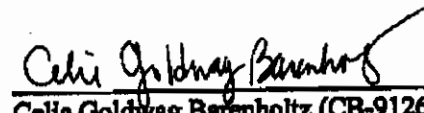
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SO ORDERED:



U.S.D.J.

4/23/09